DIFFERENCE SHOWS

2008

INDIANA STATE PAIR COVERED BRIDGE

CROSS THIS BRIDGE AT A WALK

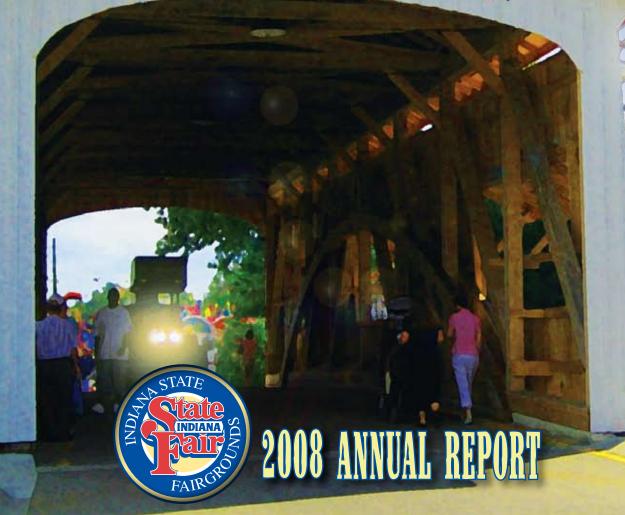


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2008 INDIANA STATE FAIR COMMISSION, BOARD & STAFF

Commission

Kyle Hupfer, Chairman

Indianapolis

Ted McKinney Indianapolis

Wayne Vance Greenwood Susan Hayhurst Terre Haute

Mark Merkel, President Indiana State Fair Board

Geneva

Gary Emsweller, C.A.S.H.

Danville

Andy Miller,

Director, Department of

Agriculture

Senator James Merritt, Chairman, State Fair Advisory

Committee

<u>Invited Representation</u> Governor Mitch Daniels

Representative: Anne Valentine

Commission Staff

Cynthia C. Hoye, Executive Director

Dave Hummel, Deputy Executive Director

Patrick Berger,

Director of Administration

Margaret Davidson,

Director of Presentation &

Development

David Ellis,

Director of Finance

Joy Rothrock,

Director of Legal & Govt./

Public Affairs

Richard Trombley,

Director of Buildings & Grounds

Pat Hudson

Executive Secretary

FAIR BOARD

Elected

District 1: Steve Simmerman

Battleground

District 2: Craig Sherbahn

South Whitley

District 3: Mark Merkel

Geneva

District 4: Roger Hale

Greenfield

District 5: John Tarr

Orleans

District 6: Don Whicker

Sharpsville

District 7: Dick Crum

Indianapolis

Appointed

District 1: Cary Cervenka

Francesville

District 2: Diana Kuhn

Bremen

District 3: Lynette Walter

Warren

District 4: Bryan Messersmith

Sheridan

District 5: Edgar Hackman

Seymour

District 6: Steve Patterson

Brownsburg

District 7: Al Polin

Indianapolis

Ex Officio Members

Governor Mitch Daniels

Andy Miller, Director,

Department of Agriculture

Dr. Chuck Hibberd

Indiana State Fair Advisory Committee.....

Representative Bill Ruppel Representative Phyllis Pond Senator Phil Boots

Senator Jim Lewis

Representative Kreg Battles Senator

James Merritt, Chairman

Senator

Richard Young

Q & A WITH COMMISSION CHAIRMAN KYLE HUPFER



Kyle Hupfer, Chairman

yle Hupfer has served as State Fair Commission Chairman since February, 2007. He is employed full-time as Vice President & General Counsel for ProLiance Energy in Indianapolis and previously

worked as the director of the Indiana Department of Natural Resources.

Q: Last year's State Fair was a great success despite the sagging economy. Why so?

Hupfer: With any enterprise as large as the State Fair, many factors contribute to its success or failure. First and foremost, the Indiana State Fair is consistently fun. The Fair Board and staff do a tremendous job with planning and programming to ensure that everyone who attends has an enjoyable experience. On top of that, last year we were blessed with almost perfect weather. The moderate temperatures and lack of rain allowed more folks to attend and those who came tended to stay a long time. Finally, over the last couple of years we have seen high gas prices and some general economic hardship. In times when everyone is tightening their belts, families look for value in their entertainment choices. The State Fair provides a great value for

families looking to spend time together. There are options for all ages and we work hard to keep things affordable. We believe that this formula gives the Indiana State Fair the best opportunity for continued success..

Q: The State's Largest Classroom has done a lot to educate area school kids about agriculture since it began in 2007. Do you see that program continuing

to grow?

Hupfer: We sure hope so and will do all that we can to help facilitate that growth.

Educating future generations on

the role agriculture plays in society is a cornerstone of our strategic plan. With the relocation of the Normandy Barn and the addition of a new greenhouse last year, we can provide additional educational opportunities. We hope that there is a constant stream of yellow buses on the north side of the Fairgrounds for years to come.



Q & A WITH COMMISSION CHAIRMAN KYLE HUPFER

Q: What are some of the challenges that face the State Fair Commission?

Hupfer: Everyone is faced with a tough budget situation right now. We need to continue to become more and more self sufficient. By that, I mean that the revenues that are earned at the Fairgrounds continue to come closer to meeting our expense obligations. In 2009, we are also taking the big step of expanding the dates of the State Fair. While there is some risk with that decision, we are confident that the rewards will outweigh those risks.



Q: The Indiana Pacers returned to play a game at the Pepsi Coliseum in 2008 for the first time since the 1970s. Do you think that will continue in the future?

Hupfer: I hate to put pressure on the Pacers, but I sure hope so. There were a lot of folks that saw their first game, or at least their first game in years, with this special event. I was there and the crowd loved it. If it can all be worked out, I think it would be a great tradition to get started.

Q: As you have alluded to, the State Fair is expanding to 17 days in 2009. How do you think that will be received by the public?

Hupfer: I think it is too early to tell, but early returns are positive. Folks appear to appreciate the additional flexibility they have to schedule their own visits to the State Fair. 4-H participants who normally have their judging before the Fair starts are also excited about being a part of the Fair while it is in full swing. The real proof will be in attendance, but we are expecting it to be a positive.



EXECUTIVE DIRECTOR'S REPORT

hat a year we had in 2008! As the local and national economy began sliding downward and gas prices soared to \$4/gallon, we were able to not only main-

tain a steady stream of business, but we even added some fantastic shows like the Mecum Car Auction and Oktoberfest

that we hope to bring back annually. The "State's Largest Classroom" has quickly established itself as a wonderful experience for school kids and teachers alike... and the State Fair had a great turnout highlighted by the addition of a new covered bridge.



We are about to see how well two years of planning with the Fair Board pays off for our expanded State Fair. With five additional days that will make our fair 17 days long stretched over three weekends, we hope to ensure that all Hoosier families will have the opportunity to visit the State Fair. We are excited to have

the entire fair in operation for all the 4-H competitions that were previously part of the "Pre-Fair" events, which took place before Opening Day. As a reminder, we have committed to a three-year trial period for the extended fair.

The evolution of the State

Fair and Fairgrounds never ceases to amaze me. It is my privilege and honor to help lead this facility and organization through this stage of development. We expect great things in 2009, and we are extremely proud of all that was accomplished in 2008.

In addition to the covered bridge, we added a number of other improvements to our facilities, including:

- A new roof and HVAC system for the Toyota Exposition Hall
- Relocating the Normandy Barn from 38th Street to the fairgrounds' north side
- Sidewalks, lighting and infrastructure on the north side
- A new perimeter wrought-iron fence along 38th Street and Fall Creek Parkway

By maintaining the facilities and continuing to plan for future development, we believe the State Fairgrounds will remain Central Indiana's top tourist destination for years to come. Cynthia C. Hoye

Executive Director, Indiana State Fair Commission

WHO WE ARE...WHAT WE DO

t's where one can learn to ice skate... or get landscaping tips... or buy a turtle... or take a Ferris wheel ride. The Indiana State

Fairgrounds is all those things, and so much more! With 300 different events taking place here over the course of a single year, the Fairgrounds attracts more than two million visitors annually to events like Indiana Ice hockey games, the Indiana Flower & Patio Show, the Midwest



Indiana Flower and Patio Show

I. Facility Manager

The State Fairgrounds annually hosts some of the largest shows

in the Midwest, including the Indianapolis Home Show and the Indiana Flower & Patio Show. It boasts widespread, versatile, cost-effective rental space with a special appeal to agricultural shows. In order to keep the facilities modern and comfortable, the Fair Commission must continue to dedicate funds for capital improvements, which can certainly be affected by flat growth in consumer shows.

Reptile Show and, of course, the Great Indiana State Fair. That makes the State Fairgrounds the number one tourist destination in Central Indiana!

The State Fairgrounds is unique for many reasons, including the fact that it's located in the heart of one of the country's biggest cities and that it's been in the same location for more than 100 years! A year-round staff of approximately 100 people

helps keep the Fairgrounds operating smoothly and efficiently as it continues to host so many diverse events in a competitive marketplace full of things to do.

Knowing its place in the market is essential to remaining productive and solvent. That is why the leadership of the Fairgrounds focuses on its four main areas of importance.

II. Event Producer

The Indiana State Fair is the largest multi-day event in the state, attracting an average of 820,000 visitors. It takes tremendous foresight and teamwork to make the fair special and economically sound each year. Sponsorship records have been achieved in each of the last four years and publicity for the event continues to expand. With the addition of five more days beginning in

2009, the fair will have major challenges to keep the momentum and appeal stretched over the extra time, but also a great opportunity to grow the event.



The Indiana State Fair

WHO WE ARE...WHAT WE DO

III. Agriculture Educator

All visitors seem to appreciate the agricultural feel of the State Fair, and that is successfully being extended into other months of the year. The staff of the Fairgrounds' Ag Education department has taught thousands of school kids about agriculture through "The State's Largest Classroom" field trips, Hoosier Heritage Days and other educational programming.



Hoosier Heritage Days Festival

nents, the State Fairgrounds will continue to be a "memory maker" for millions of people and an important piece of the entertainment and business community for the city of Indianapolis and the state of Indiana.

By focusing on these four compo-

The staff also does on-site visits to continue to show kids the importance of agriculture in Indiana.

IV. Fiscal Manager

The State Fairgrounds continually examines how best to use its existing resources and how to increase current and future revenues to dedicate back into maintaining and enhancing the facility. Some of the ways fair commission personnel are looking to boost revenues include:

- Maximizing building rentals
- · Improving year-round food service/concessions
- · Increasing Skate Shop and ice rink business
- · Increasing fair and year-round event attendance

Facility improvements, astute marketing and promotions, and sound decision-making will play key roles in bringing in more revenues, and keeping the fairgrounds on sound financial footing.



Pepsi Coliseum Ice Skating

s Central Indiana's top-drawing event venue, the Indiana State Fairgrounds continues to offer the public a wide variety of high-quality activities, shows, events and meeting space throughout the year. Long-standing annual shows like the Indianapolis Home Show; Boat, Sport & Travel Show; Indiana Flower & Patio Show; 4-Wheel Off-road Jamboree Nationals; and Hoosier Beef Congress combined with 34 new events like Dana Mecum's Original Spring Classic Auction, the Indiana Pacers vs. New Orleans Hornets NBA pre-season game and Oktoberfest to help attract more than two million visitors to the Fairgrounds.

Here is a look at some of the Fairgrounds' biggest highlights from 2008.

State's Largest Classroom



A completed Barn Raising at the State's Largest Classroom

It's "full steam ahead" for the SLC after its first full year in operation. The program served more than 2,200 students during its five-week Spring session and 5,300 students during the five-week Fall session, which included the Hoosier Heritage Days Festival.

The students experience agriculture firsthand through a variety of programs that have been specifically designed to meet state academic standards, including:

- Farm Animals (Kindergarten 3rd Grade)
- Farm to Pizza (Kindergarten 3rd Grade)
- Pathway to Water Quality: Water Quality Study (4th – 6th Grade)
- Pathway to Water Quality: Wetland Study (4th – 6th Grade)
- Hoosier Heritage Days (3rd 6th Grade)

In addition, the Ag Education department continues to reach thousands of other students around Indiana thanks to its outreach efforts that take place at schools, camps and festivals.

Moving the Normandy Barn

The Normandy Barn located across the street from the Fairgrounds' main entrance since 1998 found a new home in 2008. On a chilly March morning, dozens of workers and a unique mechanized dolly system relocated the 7,500 square-foot structure to its new location on the Fairgrounds' north side. The process took about six hours, but was worth every minute.

"This is a huge step towards fulfilling the barn's originally intended purpose of serving as a monument and learning center representing the past, present and future of Indiana Agriculture," Ag Education Department Manager Justin Armstrong said.

The Indiana State Fair Commission decided to move the barn after it was gifted to the Commission by the Center for Agricultural Science and Heritage (C.A.S.H., the original



owners of the barn) in 2007. In its new location, the barn is near several other existing facilities like Pioneer Village, Little Hands on the Farm® and the Pathway to Water Quality that allows it to be incorporated into programming for the State's Largest Classroom.

Mac Reynolds Barn

The north side of the Fairgrounds also saw another barn added to the landscape in '08. Longtime exhibitor A.W. "Mac"

Reynolds, who passed away in January, made sure that his legacy would live on for generations with the construction of a 4,200



square-foot pole barn.

The barn houses many of John Deere tractors and other machinery his Reynolds Farm Equipment company has displayed at the Fair for more than five decades. It will also be incorporated into programming for the State's Largest Classroom.

"Dad just loved being part of the State Fair," Larry Reynolds, Mac's son, said. "It's been good for our family and our business, and this is one small way we can guarantee that his legacy will endure for years to come."

The Covered Bridge, An Indiana Tradition

The State Fair's featured commodity in 2008 was homegrown hardwoods. Its centerpiece used to promote the industry was

a permanent 90 foot by 21 foot covered bridge erected on the Fairgrounds' west end. Why a covered bridge? Many reasons.



Indiana has long been known for its beautiful covered bridges throughout the state, and despite their decreasing numbers, they are still plentiful in many Hoosier counties. In fact, Indiana has the third most covered bridges of any state in the country, and Parke County has more than any other Hoosier county with 31. It celebrates that heritage with a nationally known festival each fall.

Dan Collom, a Parke County Resident with an extensive history in construction and covered bridge design, led the project that was made possible by a generous grant from the Indiana Department of Transportation. The project also had the support of the Indiana Hardwood Lumbermen's Association and many other organizations and individuals.

The end result was a beautiful new addition to the State Fairgrounds landscape that will make a lasting impression on Hoosiers for generations to come. In fact, that's why Collom agreed to lead the project in the first place.

"It's very important for children to experience covered bridges like I did growing up," he said. "That's why I came."

The Great Indiana State Fair



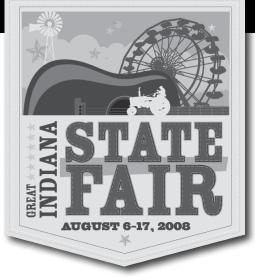
2008 Indiana State Fair Queen, Kristen Schmitt, won the celebrity milking contest

The State Fair wrapped up its final 12-day run for at least the next three years with a wonderful turnout of 859,619 visitors – 108,401 more people than in 2007. The '08 fair achieved the fourth-highest total attendance in the recorded history of the event.

The new covered bridge, the signature piece of the "Year of Trees"

theme, received rave reviews from fairgoers, as did the north side enhancements, including the relocated Normandy Barn. Two of the new featured shows, Scheer's Lumberjack Show presented by Toyota Trucks and the Marcan Tigers of India presented by Comcast, played to standing room only crowds throughout the fair.

"Fairgoers really responded to the new programming, and the glorious weather certainly helped," State



Fair Executive Director Cindy Hoye said. "People seemed to stay longer this year and had a great time. With free entertainment throughout the fair and discount ticket opportunities, families were able to enjoy the fair affordably."

The expanded dates of the '09 Fair will allow it to be in full swing for all the 4-H competitions, some of which have taken place during the "Pre-Fair" in recent years. It will also give Hoosiers an extra weekend to schedule their trip during a hectic time of year.



Lumberjacks from the Scheer's Lumberjack Show demonstrate their impressive log-rolling techniques

At the International Association of Fairs & Expositions' national conference in December, the Fair also received considerable recognition from its peers with Awards of Excellence for the following programs:



2008 IAFE Awards of Excellence

- Special or specific agricultural educational event, exhibit, or program for the fairgoing public
 Year of Trees
- Non-fair agricultural event or program
 State's Largest Classroom
- Printed material (not including exhibitor handbooks) developed and produced by the fair to promote/show case agricultural program(s)

Inside the Grounds magazine

- Agriculture photo series
 ISF Queen competing in Celebrity Milking
- · Outstanding Poster
- Outstanding Printed Promotional Material Multipage Publication - Fun Guide
- Advertising Specialties/Merchandise/Souvenirs
- Outstanding Television
- Outstanding Newsletter (external) E-mail/Web
- Outstanding Web site

The Pacers Come Home

The Indiana Pacers played their first game in the American Basketball Association on October 14, 1967, a 117-95 victory over the Kentucky Colonels, before a standing-



room only crowd of more than 10,000 fans in the State Fair-grounds' Coliseum. Ticket prices ranged from \$1 to \$4. It was the start of the team's run to three ABA championships (1970, '72 and '73) before it left the Fairgrounds in 1974.

The team moved on to the newly built Market Square Arena and its 16,000 seats and played there for 25 years before moving to Conseco Fieldhouse. In October, the Pacers returned to the Pepsi Coliseum for the first time in 35 years to play a preseason game against the New Orleans Hornets with proceeds sent to three local charities: Red Cross of Greater Indianapolis, Salvation Army and Gleaners Food Bank.

The Pacers didn't fare so well on the scoreboard, but they sure stirred some memories for the thousands of fans that turned out to see them.



The Indiana Pacers play at the Pepsi Coliseum, October 8, 2008

MARK MERKEL TAKES THE REINS



Mark Merkel

ing the 2007 State Fair.

erkel is a name that is often associated with the Indiana State Fair Board. Nearly 20 years

ago, Judi Merkel sat on the board and also served as its president. For the past year, Mark, Judi's husband, has been leading the board after taking over the presidency from Terry Hoffman follow-

In his first full year as president, Mark, a board member since 2001, oversaw many new plans and projects, including the 4-H Sale of Champions. He previously was instrumental in helping develop an on-line entry system for Fair exhibitors and has been involved with a variety of State Fair events, including the director of Grandstand events for five years.

"The Indiana State Fair has always been an important part of summer activities for our family," he said. "It's an honor to serve as board president after being involved for so many years through exhibiting, 4-H and my affiliation with the Extension Service."

In fact, he retired in 2001 after 31 years with the Purdue Cooperative Extension Service where he served as 4-H and Youth Educator in Adams County. He and Judi still make their home in the Adams County town of Geneva, where they both continue to serve in many community organizations.

He and Judi are both easy to find during the State Fair. They spend the early mornings circling the mile-and-a-half main road around the grounds... usually twice. You can try to catch them, but they walk pretty fast. And they don't seem to be slowing down anytime soon.

Four New Board Members Added

The Indiana State Fair Board welcomed four new members in 2008, two elected and two appointed by Gov. Mitch Daniels. Bill Leininger, Akron, and Jim Lankford, Martinsville, won positions in Indiana agricultural districts 2 and 6, respectively, while Bud Krohn, Jr., Winamac, and Paul Graf, Sellersburg, were appointed to represent districts 1 and 5. Each new member has begun serving a four-year term.

Leininger is a middle school science teacher in the Tippecanoe Valley School Corporation and has been the fair's first assistant in the cattle department for the past nine years. He has served on the Kosciusko County Fair Board for eight years, including two years as president. His family has been showing sheep at the State Fair for more than 30 years.

Lankford is a lifelong farmer and a member of numerous boards and organizations. He has attended every Indiana State Fair for more than 50 years and was voted Cattleman of the Year by the Indiana Beef Cattleman's Association in 2001. He has served on the Morgan County Fair Board for 37 years and elected to the Indiana Association of Fairs, Festivals and Events Hall of Fame in 1999.

Krohn is a fourth generation owner of Krohn Family Farms in Winamac and also serves as an associate for Dean Foods Company. He has served on the Eastern Pulaski School Board Association for 12 years and the Pulaski County Beef Committee for 15 years where he has been instrumental in building the 4-H program.

Graf currently owns a hauling and landscaping business after a long career with Louisville Cement. He grew up on a dairy farm, participating in 4-H and FFA, and has raised hogs for 30 years. For many years, he has been an active member of the Clark County 4-H Corporation Board, where he currently serves as chairman.

HELPING OTHERS

he Indiana State Fairgrounds has long had a reputation as a good neighbor and conscientious community contributor. In fact, it's part of our mission, which is why we have provided annual events like Safe Night Halloween and a free Neighborhood Picnic. We have also pitched in to provide facilities and services for those in need, like housing Katrina Hurricane victims after that tragedy.

In addition to the above, we have provided the following notfor-profit organizations with any number of resources:

- Salvation Army
- · Boy Scouts of America
- Mt. Paran Missionary
- Latino Community Development
- Indianapolis Public Schools
- · Family Service of Central Indiana
- Friends of N.O.A.H.
- Alzheimer's Association
- · Noble of Indiana
- Indianapolis Charity Horse Show
- · All American Horse Classic
- Wheeler Mission
- · Social Services Center
- · Abbie Hunt Bryce Home
- Teachers' Treasures
- County fairs
- · Broad Ripple Art Fair
- Eiteljorg Museum

Finally, we also work with the Department of Corrections to help offenders pay their debts to society in a meaningful, productive way.



Safe Night Halloween



Above and Below: Free Neighborhood Picnic



CORPORATE SPONSORS

For the fourth consecutive year, the Indiana State Fair achieved a new record in corporate sponsorship! Sponsorships not only ensure a successful, high-quality event year after year, but they also indicate the business community's perspective on an event's importance, relevance, image and appeal.

To the dozens of sponsors that make the Indiana State Fair "Great": Thank you!

American Family Insurance Hoosier Lottery MobileMoney

American Laser Centers Indiana American Water Company National City Bank

Angie's List Indiana Beef Cattle Association National Guard Rock Star Hero Tour

Applebee's Indiana Business College Nintendo Wii

Ball State University Indiana Criminal Justice Institute/ O'Reilly Auto Parts

Best Way Recycling

Buckle Up Indiana

Pepsi-Cola

Bluegreen Indiana Hardwood Lumbermen's Association Piano Solutions

Burt's Bees Indiana Department of Homeland Security Pioneer Hi-Bred International

Clarian Health Indiana Farm Bureau, Inc. Purdue University

CollegeChoice 529 Investment Plan Indiana Farm Bureau Insurance Red Gold

Comcast Indiana Mother's Milk Bank Revol Wireless

CVS/pharmacy Indiana Pork Producers Association Saturn

Decatur Vein Clinic Indiana Propane Gas Foundation SecureHorizons by United Healthcare

Dippin' Dots Indiana Sheep Association Sensodyne Dental Health Spa

DNR Indiana Soybean Alliance St. Vincent Heart Center of Indiana

Dow AgroSciences Indiana State Poultry Association, Inc. Subway

EASTGATE Chrysler Jeep/ ITPC - Indiana Tobacco Prevention & The Healthy Gourmet Cooking Show

The Marten House Hotel

WESTGATE Chrysler Jeep Dodge Cessation

Eli Lilly and Company Indiana University Toyota

Employment Source Weekly Indianapolis Star Traditional Arts Indiana

FBi Buildings Innovative Technical Solutions
Trail Mix Cereal

Ford Rouge Factory Tour

INShape Indiana

TripToCollege.org/ Indiana Youth Institute

GM presents the IMS Experience Jarden Home Brands
Tums

Geico Lee's Country RV Virtual Army Experience

General Motors Lucas Oil Wal-Mart

Gillette Fusion

Lumina Foundation

Wal-Mart Neighborhood Market

Health Craft Master Spas Wyndham Resorts

Healthy Gourmet WLC

Milk Promotions

Indiana State Fair Commission Balance Sheet as of December 31, 2008

Assets	<u></u>	
Current Assets	_	
Cash & Equivalents	\$	4,596,016
Accounts Receivable Prepaid Expense		714,726
Due from other Funds		-
Total Current Assets		5,310,741
Restricted Assets		
Restricted Cash & Equivalents		70,883
Operating Reserve Fund		1,001,011
Bond Debt Service Reserve Fund Bond Funding Account		2,254,460 2,129,705
Total Restricted Cash & Equivalents		5,456,058
Deferred Charges - Bond Issuance Costs		423,561
Construction in Process		690,465
Property, Plant & Equipment		•
Land & Improvements		14,517,199
Buildings & Improvements		69,205,772
Machinery & Equipment		3,781,880
Office Furniture & Equipment		689,514
Less: Accumulated Depreciation		(42,276,001)
Total Property Plant & Equipment Total Non-current Assets		45,918,363
		52,488,447
Total Assets	<u> </u>	57,799,188
Liabilities & Fund Equity	<u></u>	
Current Liabilities Payable from Unrestricted Funds	¢	E14 E06
Accounts Payable Salaries Payable	\$	514,526 161,722
Payroll Withholdings Payable		15,642
Revenue Bonds Payable -Current		1,510,000
Revenue Bond Interest Payable		326,268
Taxes Payable		5,633
Deferred Income		209,985
Compensated Absences Payable-Current Total Current Liabilities		203,249
		2,947,025
Long-Term Liabilities Revenue Bonds Payable - Long Term		14,395,000
Unamortized Bond Discount		(95,123)
Unamortized Loss on Sale of Bonds		(135,325)
Compensated Absences Long Term Payable		242,901
Total Long-Term Liabilities		14,407,454
Total Liabilities		17,354,479
Net Assets		
Invested In Capital Assets Net of Related Debt		30,934,275
Future Debt Service		4,384,165
Other Purposes Unrestricted		2,871,894 2,254,376
Total Net Assets		40,444,709
Total Liabilities & Fund Equity	\$	57,799,188
		3. ,. 30, .00

Income Statement Indiana State Fair

For Year Ended December 31, 2008

Operating Revenues		
Fair Operations	_	
Gates	\$	3,494,570
Concessions/Midway		2,375,153
Entertainment		1,193,835
Sponsorship		1,788,422
Expense Reimbursement		147,533
Sports/Events		124,899
Livestock		572,335
Shuttle Bus		169,815
Parking		297,481
Other		138,540
Total Fair Operations Revenue		10,302,581
Operating Expenses		
Fair Operations		
Payroll		1,735,674
Services other than Personal		213,013
Services by Contract		4,298,988
Materials, Parts & Supplies		2,050,883
Awards		615,510
Bad Debts Expense		8,330
Travel		45,309
Total Fair Operations Expense		8,967,708
Net Income (Loss) from Operations		1,334,873
Non-Operating Revenues (Expenses)		
Interest Income		12,366
Total Non-Operating Revenues (Expenses)		12,366
Net Income (Loss)	\$	1,347,239

Income Statement Indiana State Fairgrounds

For Year Ended December 31, 2008

Operating Revenues	
Fairgrounds Operations	
Gates	-
Concessions	732,058
Rental of Buildings, Grounds, & Equipment	2,127,599
Expense Reimbursement	1,554,514
Events	436,043
Ice Skating & Skate Shop	192,880
Parking	879,058
Sponsorships	19,500
Other	59,328
Total Fairgrounds Operations Revenue	6,000,979
Operating Expenses	
Fairgrounds Operations Expense	
Payroll	4,332,573
Services other than Personal	2,894,736
Services by Contract	2,689,124
Materials, Parts & Supplies	952,494
Awards	24,294
Depreciation Expense	3,899,207
Bad Debts Expense	16,659
Travel	9,257
Total Fairgrounds Operations Expense	14,818,343
Net Income (Loss) from Operations	(8,817,364)
Non-Operating Revenues (Expenses)	
Property Tax Distribution	2,462,896
Pari-Mutuel, Off-track Betting Distribution	310,308
Riverboat Distribution	6,156,355
Capital Contribution	(776,914)
Interest Income	168,391 [°]
Interest Expense 2002 Bond (Bond Debt Service)	(734,286)
Contributions and Grants	332,317
Total Non-Operating Revenues (Expenses)	7,919,068
Net Income (Loss)	\$ (898,297)

Indiana State Fair Commission Comparative Analysis (\$000'S)

Fair	2004	2005	2006		2007	2008
Fair Income Expense	\$ 8,281 7,582	\$ 8,697 8,196	\$ 10,227 9,905	\$	9,829 9,328	\$ 10,303 8,968
Income Net of Expenses	\$ 699	\$ 501	\$ 322	\$	501	\$ 1,335
Fairgrounds (1)						
Income Expense	\$ 14,878 9,505	\$ 14,834 11,341	\$ 15,210 13,253	\$	14,258 ⁽⁴⁾ 12,290	\$ 15,099 12,430
Income Net of Expenses (2)	5,373	3,493	1,957		1,968	2,669
Less Depreciation	(3,409)	(4,018)	(4,135)		(4,254)	(3,899)
Other Revenue/(Expense)	-	-	3,200 (3	3)	813 (5)	332
Net Income/(Loss)	1,964	(525)	1,022		(1,473)	(898)

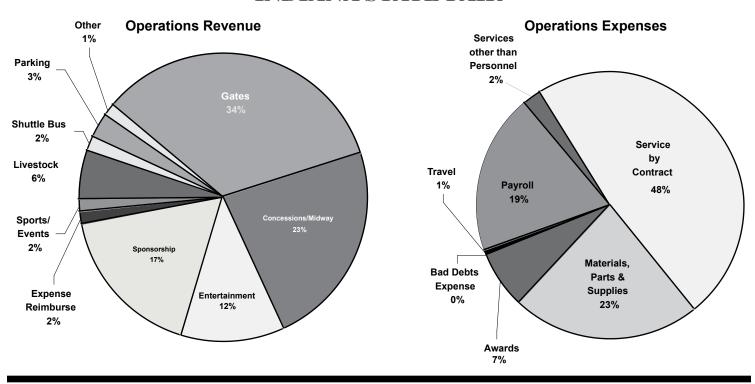
Footnotes:

- (1) Fairgrounds includes revenue and expenses for Facility Charge and Center for Agricultural Science and Heritage.
- (2) Income Net of Expenses is used primarily for funding revenue bond debt and fixed asset additions.
- (3) Funds from INDOT/DNR for DNR Fishing Pond on ISFC Property.
- (4) \$350,000 shortfall in Property Tax Distribution.
- (5) Primarily \$600,000 donation from Center for Agricultural Science and Heritage for moving the Normandy Barn.
- (6) Contributions of \$120,000 from Center for Agriculture and Science Heritage towards the expense of renovating the Normandy Barn, \$108,000 from RAMC LLC for the construction of the Mac Reynolds Barn, and \$50,000 and \$10,000 from Farm Bureau Insurance and North American Midway Entertainment, respectively, towards the construction of the Covered Bridge. Remaining is primarily individual donations toward the Covered Bridge project.

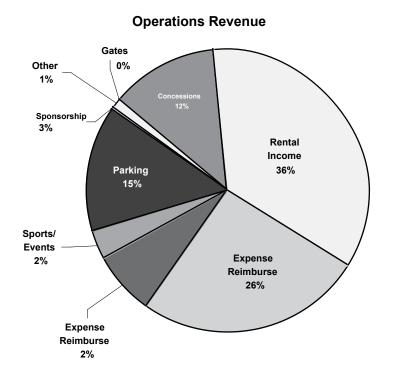
^{*} All 2008 financial data in this report is unaudited. Audited financials will be available by written request when the audit has been published.

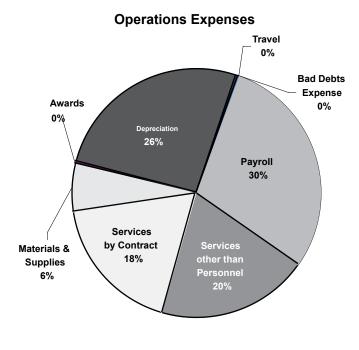
Indiana State Fair Commission Revenue and Expense Graphic Representation

INDIANA STATE FAIR



INDIANA STATE FAIRGROUNDS





AUGUST 7-23, 2009 AUGUST 6-22, 2010 AUGUST 5-21, 2011

WHY 5 MORE DAYS?

he Indiana State Fair has long been one of the country's great agricultural fairs, highlighting Hoosiers' farming heritage within an exciting atmosphere of food, fun and entertainment. Since 1982, the fair has been a 12-day event traditionally opening on a Wednesday and wrapping up on a Sunday. This year, however, the fair opens for the first time as a 17-day event beginning on Friday, August 7 and running through Sunday, August 23.

Why the change? A few different reasons.

First and foremost, Indiana has a very strong 4-H program that is at the heart of what the State Fair is all about. For the past several years, there have been many 4-H competitions and activities that have taken place prior to the official opening of the State Fair – our "Pre-Fair" events – because there wasn't enough time to conduct everything within a 12-day span. As a result, these competitors and their families received only part of

the entire State Fair experience. With the additional five days, the Pre-Fair events will now be folded into the official fair dates allowing all 4-Hers to not only compete, but also enjoy a full complement of concessionaires, the midway, stage shows and other exhibits.

Starting the fair earlier also has other benefits:

- It counteracts the impact of mid-August starting dates at hundreds of Indiana's public schools.
- The expanded dates encapsulate the typical "pre-fair" events, allowing all 4-H competitions to be included during the actual Fair.
- It provides two more weekend days that will offer visitors alternatives for weekend events.
- It offers a major family entertainment attraction for Indianapolis over three August weekends.

The Fair has seen tremendous growth in recent years. Since 2003, attendance has grown to an average of nearly 850,000 visitors, and sponsorship revenues have been at record levels each of the last four years.

We have been working with a number of different groups for the past two years to prepare for this exciting change, so we are expecting to have a smooth transition. We have committed to 17-day Fairs through 2011, and if all goes as planned, expect this to be a permanent change, thus giving more families the opportunity to make more lifelong memories at the Great Indiana State Fair.

We think it's pretty simple, really: "More Days, More Fun!"



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